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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** ALL PAPERS SHALL BE FILED IN THE
LEAD CASE, NO. 19-30088 (DM).*

Case Nos. 19-30088 (DM) (Lead Case)
(Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT MOTION FOR ENTRY OF
AN ORDER FURTHER EXTENDING
DEADLINE FOR THE REORGANIZED
DEBTORS TO OBJECT TO CLAIMS AND
FOR RELATED RELIEF**

Date: April 7, 2021
Time: 10:00 a.m. (Pacific Time)
Place: **(Telephonic or Video Only)**
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

**Objection Deadline:
March 31, 2021, 4:00 pm (PT)**

1 I, Robb C. McWilliams, hereby declare that the following is true and correct to the best of my
2 knowledge, information, and belief:

3 1. I am a Managing Director at the firm of AlixPartners, LLP ("**AlixPartners**"), which is
4 an affiliate of both AlixPartners, LLC and AP Services, LLC, ("**APS**"), which provided interim
5 management services to Pacific Gas and Electric Corporation and Pacific Gas and Electric Company, as
6 debtors and reorganized debtors (collectively, the "**Debtors**," or the "**Reorganized Debtors**") in the
7 above-captioned chapter 11 cases (the "**Chapter 11 Cases**"). I submit this Declaration in support of the
8 *Motion for Entry of an Order Further Extending Deadline for the Reorganized Debtors to Object to*
9 *Claims and for Related Relief* (the "**Motion**"),¹ filed contemporaneously herewith.

10 2. I am responsible for overseeing the case management component of AlixPartners'
11 assignment to assist the Reorganized Debtors with various matters related to these Chapter 11 Cases.
12 My responsibilities include the efforts by AlixPartners, in coordination with the Reorganized Debtors,
13 to review and assess the validity of all claims asserted against the Debtors, other than Fire Victim Claims
14 and Subrogation Wildfire Claims which are *not* covered by the Motion and will be resolved by the Fire
15 Victim Trust and the Subrogation Wildfire Trust, respectively, in accordance with the Plan. I am
16 generally familiar with the Reorganized Debtors' day-to-day operations, financing arrangements,
17 business affairs, and books and records. Except as otherwise indicated herein, all facts set forth in this
18 Declaration are based upon my personal knowledge, the knowledge of other AlixPartners professionals
19 working under and alongside me on this matter, my discussions with the Reorganized Debtors'
20 personnel, the Reorganized Debtors' various other advisors and counsel, and my review of relevant
21 documents and information prepared by the Reorganized Debtors. If called upon to testify, I would
22 testify competently to the facts set forth in this Declaration. I am authorized to submit this declaration
23 on behalf of the Reorganized Debtors.

24 3. The AlixPartners team under my supervision has been actively involved in the claims
25 review and reconciliation process since shortly after the filing of these Chapter 11 Cases. AlixPartners
26 initially assisted the Debtors in the preparation of their bankruptcy schedules based on the Debtors'

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Motion.

1 books and records. AlixPartners has coordinated with the Debtors in reconciling and reviewing filed
2 proofs of claim with claims reflected in the Debtors' schedules and books and records. AlixPartners has
3 developed and maintains a claims reconciliation database and various data management applications that
4 are used by the Reorganized Debtors and AlixPartners to validate claims as well as identify claims that
5 are invalid in whole or in part, and the appropriate grounds for objection to such claims. AlixPartners is
6 now supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel
7 to resolve disputed claims, including by formal objections as necessary.

8 4. Following the commencement of these Chapter 11 Cases, creditors filed or had listed in
9 the Debtors' schedules of liabilities approximately 22,440 Claims asserting over \$68.4 billion in
10 liabilities. This excludes Claims listed in the Debtors' schedules as contingent, unliquidated, and/or
11 disputed, as well as approximately 86,600 asserted Fire Victim Claims and Subrogation Wildfire Claims.

12 5. Since the Effective Date, the Reorganized Debtors have successfully expunged, reduced
13 through settlement, or otherwise resolved approximately 13,100 Proofs of Claims asserting
14 approximately \$52.5 billion in Claims against the Debtors—representing approximately 76% of the
15 Claims asserted in these Chapter 11 Cases.²

16 6. There are approximately 9,400 Remaining Claims asserting approximately \$16.1 billion
17 (plus unliquidated amounts). The Reorganized Debtors expect that some of the Remaining Claims—
18 including, Claims arising out of or relating to property damage, personal injury and commercial disputes,
19 tax claims, complex trade claims, lien claims, customer claims, protective claims and regulatory
20 claims—are likely to be some of the most fact-specific and time-consuming to resolve. The
21 Subordinated Securities Claims are also in the process of being resolved pursuant to the Court's adopted
22 procedures.³

23 _____
24 ² Since the Initial Extension Motion was filed, the Debtors have received untimely Claims and have
25 moved additional Claims to the Fire Victim Trust, resulting in fifteen additional Claims asserting
\$254.6 million

26 ³ Approximately 7,500 Subordinated Securities Claims were filed against the Debtors' estates. On
27 January 25, 2021, the Court entered the *Order Approving Securities ADR and Related Procedures for*
28 *Resolving Subordinated Securities Claims* [Docket No. 10015] (the "**Securities ADR Order**"). The
Securities ADR Order approved procedures (the "**Securities ADR Procedures**") aimed at facilitating
the resolution and settlement of Subordinated Securities Claims without the need for expensive and

1 7. Between the filing of the Initial Extension Motion and the date hereof, the Reorganized
2 Debtors have successfully expunged, reduced through settlement, or otherwise resolved approximately
3 5,900 Claims asserted for approximately \$1.8 billion. Since the Effective Date, the Reorganized Debtors
4 have successfully expunged, reduced through settlement, or otherwise resolved approximately 13,100
5 Claims, asserted for approximately \$52.5 billion, representing approximately 76% of the total dollar
6 amount of Claims asserted in these Chapter 11 Cases (excluding Fire Victim Claims and Subrogation
7 Wildfire Claims).

8 8. Since the date of the Initial Extension Motion, the Reorganized Debtors have made
9 distributions on approximately 1,200 Claims, totaling approximately \$184 million, as part of total
10 distributions since the Effective Date on approximately 4,600 Claims totaling approximately \$24.3
11 billion. The reconciliation, resolution and distributions to date have required extensive efforts of a large
12 team of advisors, attorneys, and the Reorganized Debtors' personnel.

13 9. The Reorganized Debtors have filed sixty-seven Omnibus Objections thus far during the
14 Chapter 11 Cases, and forty-three since the Initial Extension Motion was filed. Through the Plan and
15 prosecution of the Omnibus Objections, approximately 8,200 Claims have been modified, disallowed
16 and/or expunged, reducing the amounts asserted against the Debtors by approximately \$28.3 billion. In
17 addition, approximately 400 additional Claims are currently subject to pending Omnibus Objections,
18 which seek to further reduce the asserted Claims pool by an additional approximately \$200 million. The
19 Reorganized Debtors anticipate filing further objections to more than 900 additional Claims asserting
20 over \$914 million prior to the date of the hearing on this Motion.

21 10. The Debtors and Reorganized Debtors have undertaken extensive efforts to resolve
22 certain Claims through negotiated settlements, resolving approximately 1,800 Claims totaling
23 approximately \$1.2 billion. The Reorganized Debtors have extended currently pending settlement offers
24 which, if accepted, will resolve approximately forty Claims, further reducing the asserted Claims by
25 approximately \$70 million.

26 protracted litigation on the merits. The Reorganized Debtors are working to resolve the Subordinated
27 Securities Claims in accordance with the Securities ADR Procedures. The relief sought by the Motion
28 applies to the Subordinated Securities Claims, which are for this purpose included in the defined term
"Remaining Claims" and in the Remaining Claims statistics.

11. Since the filing of the Initial Extension Motion, the Reorganized Debtors have initiated a robust claim reconciliation and settlement process pursuant to the General Claims Procedures approved by the ADR Procedures Order. The Reorganized Debtors have sent formal information requests on approximately 300 Claims, have initiated settlement offer exchanges on approximately eighty Claims, and have initiated approximately forty Abbreviated Mediations and approximately forty Standard Mediations. While most of these negotiations and mediations remain ongoing, the Reorganized Debtors' efforts thus far have yielded thirteen settlements totaling \$5.8 million.

I declare under penalty of perjury, as set forth in 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this seventeenth day of March, 2021, in Dallas, Texas.

/s/ Robb McWilliams
Robb McWilliams